

Notification of BNP Paribas Fortis SA/NV on the change of share in the total number of votes

**Current Report No. 44/2015 dated 6 May 2015**

The Management Board of Bank BGŻ BNP Paribas S.A. (the "Bank") (previously operating under the business name "Bank Gospodarki Żywnościowej S.A."), hereby announces that on 6 May 2015 a notification on the change of share in the total number of votes in the Bank, prepared by BNP Paribas Fortis SA/NV with its registered office in Brussels, Belgium ("BNPP Fortis"), was delivered to the Bank's registered office.

BNPP Fortis notified the Bank on the change of share in the total number of votes which occurred on 30 April 2015, i.e. upon the registration of: (i) the merger of the Bank and BNP Paribas Bank Polska S.A. ("BNPP Polska") by way of transferring all property (all assets, equity and liabilities) of BNPP Polska to the Bank in exchange for shares to be issued by the Bank (the "Merger"); and (ii) the increase in the share capital of the Bank by PLN 28,099,554.00, by way of issuing 28,099,554 series I ordinary bearer shares of the Bank with the nominal value of PLN 1.00 each (the "Merger Shares") – in the register of entrepreneurs of the National Court Register, maintained by the District Court for the capital city of Warsaw, XII Economic Division of the National Court Register (the "Registration"). As a result of the Merger, BNPP Fortis acquired 23,884,620 Merger Shares as a shareholder of BNPP Polska.

Prior to the Registration BNPP Fortis did not hold any shares in the Bank.

After the Registration BNPP Fortis holds in total 23,884,620 shares in the Bank, representing 28.35% of its share capital. Such number of shares represents 23,884,620 votes and 28.35% of the total number of votes in the Bank.

BNPP Fortis's share in the total number of votes in the Bank therefore exceeded the threshold of 25% of the total number of votes.

Within the 12 months following the notification BNPP Fortis intends to further increase its share in the total number of votes in the Bank in accordance with Resolution No. 3 of the Extraordinary General Meeting of the Bank dated 25 February 2015 on the Merger of Bank Gospodarki Żywnościowej S.A. and BNP Paribas Bank Polska S.A., the increase of the share capital of Bank Gospodarki Żywnościowej S.A. and consent for the proposed amendments to the Articles of Association of Bank Gospodarki Żywnościowej S.A. (the "Merger Resolution"), and pursuant to the Detailed Rules of Operation of the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) (the "Detailed Rules of the NDS"). Such increase will take place only in order to complete the Merger in line with the rules of allotment of the Merger Shares. The Merger Resolution stipulates that the number of the Merger Shares to be allotted to each of the BNPP Polska shareholders will be determined as the product of the number of BNPP Polska shares held by such shareholder on the reference day (within the meaning of the Detailed Rules of the NDS) and the share exchange ratio (within the meaning of the Merger Resolution), and rounding the product down to the nearest integer (unless the product is an integer). The Merger Shares that are not allotted to the BNPP Polska shareholders as a result of the above mentioned rounding down (the "Fractional Shares") are to be allotted to a financial institution being a shareholder of BNPP Polska selected by the Management Board of the Bank. Pursuant to the Bank's Management Board Resolution No. 85/BZ/49/2015 of 10 April 2015 the Management Board of the Bank selected BNPP Fortis as the shareholder to whom the Fractional

Shares are to be allotted, BNPP Fortis intends to further increase its share of the total number of votes in the Bank within the 12 months following the notification, by acquiring the Fractional Shares.

BNPP Fortis has no subsidiaries which hold shares in the Bank.

BNPP Fortis is not a party to any agreement on the transfer of right to exercise voting rights vested in the Bank's shares, within the meaning of Article 87 Section 1 Item 3 Letter c of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (consolidated text: Journal of Laws of 2013, item 1382).

Legal basis:

Article 70 Section 1 the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (consolidated text: Journal of Laws of 2013, item 1382)